

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

In re:	§	
	§	Chapter 11
	§	
FIELDWOOD ENERGY LLC, <i>et al.</i> ,	§	Case No. 20-33948 (MI)
	§	
Debtors. <sup>1</sup>	§	(Jointly Administered)
	§	

**NOTICE OF FILING OF REDLINES OF  
SECOND AMENDED PLAN SUPPLEMENT EXHIBITS**

PLEASE TAKE NOTICE that on June 15, 2021, the Debtors filed the *Notice of Filing of Amended Plan Supplement in Connection with Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors* [Docket No. 1562], including copies of (i) the GUC/SLTL Form Warrant Agreement as **Exhibit M** annexed thereto (the “**June 15 GUC/SLTL Warrant Agreement**”) and (ii) the Oil and Gas Schedules as **Exhibits O1 – O5** annexed thereto (the “**June 15 Oil and Gas Schedules**”).

PLEASE TAKE FURTHER NOTICE that on June 15, 2021, the Debtors filed the *Notice of Filing of Second Amended Plan Supplement in Connection with Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors* [Docket No. 1587], including copies of (i) a revised GUC/SLTL Form Warrant Agreement as **Exhibit M** annexed thereto (the “**Revised GUC/SLTL Form Warrant Agreement**”) and (ii) revised Oil and Gas Schedules as **Exhibits O1 – O5** annexed thereto (the “**Revised Oil and Gas Schedules**”).

---

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Energy LLC (6778); Fieldwood Energy Inc. (4991); Fieldwood Energy Offshore LLC (4494); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); FW GOM Pipeline, Inc. (8440); GOM Shelf LLC (8107); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422). The Debtors’ primary mailing address is 2000 W. Sam Houston Parkway S., Suite 1200, Houston, TX 77042.

**PLEASE TAKE FURTHER NOTICE** that annexed hereto as **Exhibit A** is a changed pages only redline of the Revised GUC/SLTL Warrant Agreement against the June 15 GUC/SLTL Warrant Agreement.

**PLEASE TAKE FURTHER NOTICE** that annexed hereto as **Exhibits B - D** are changed pages only redlines of the Revised Oil and Gas Schedules against the June 15 Oil and Gas Schedules.

Dated: June 16, 2021  
Houston, Texas

Respectfully submitted,

/s/ Jessica Liou

---

WEIL, GOTSHAL & MANGES LLP  
Alfredo R. Pérez (15776275)  
700 Louisiana Street, Suite 1700  
Houston, Texas 77002  
Telephone: (713) 546-5000  
Facsimile: (713) 224-9511  
Email: Alfredo.Perez@weil.com

-and-

WEIL, GOTSHAL & MANGES LLP  
Matthew S. Barr (admitted *pro hac vice*)  
Jessica Liou (admitted *pro hac vice*)  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007  
Email: Matt.Barr@weil.com  
Jessica.Liou@weil.com

*Attorneys for Debtors  
and Debtors in Possession*

**Certificate of Service**

I hereby certify that, on June 16, 2021, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Jessica Liou

Jessica Liou

**Exhibit A**

**Redline Revised GUC/SLTL Warrant Agreement**

---

---

WARRANT AGREEMENT

between

[NEWCO],

AS ISSUER

and

AMERICAN STOCK TRANSFER & TRUST COMPANY, LLC,

AS WARRANT AGENT

[•], 2021

---

---

## **TABLE OF CONTENTS**

	<u>PAGE</u>
<a href="#"><u>Section 1. <i>Certain Defined Terms</i></u></a>	1
<a href="#"><u>Section 2. <i>Appointment of Warrant Agent</i></u></a>	5
<a href="#"><u>Section 3. <i>Issuance of Warrants; Form, Execution and Delivery</i></u></a>	5
<a href="#"><u>Section 4. <i>Transfers</i></u></a>	7
<a href="#"><u>Section 5. <i>Duration and Exercise of Warrants</i></u></a>	8
<a href="#"><u>Section 6. <i>Anti-Dilution Provisions</i></u></a>	12
<a href="#"><u>Section 7. <i>Reorganization</i></u></a>	17
<a href="#"><u>Section 8. <i>Covenants of the Company</i></u></a>	18
<a href="#"><u>Section 9. <i>Warrant Agent</i></u></a>	18
<a href="#"><u>Section 10. <i>Severability</i></u></a>	22
<a href="#"><u>Section 11. <i>Holder Not Deemed a Shareholder</i></u></a>	23
<a href="#"><u>Section 12. <i>Notices to Company and Warrant Agent</i></u></a>	23
<a href="#"><u>Section 13. <i>Supplements and Amendments</i></u></a>	23
<a href="#"><u>Section 14. <i>Termination</i></u></a>	24
<a href="#"><u>Section 15. <i>Governing Law and Consent to Forum</i></u></a>	24
<a href="#"><u>Section 16. <i>Waiver of Jury Trial</i></u></a>	25
<a href="#"><u>Section 17. <i>Benefits of This Agreement</i></u></a>	25
<a href="#"><u>Section 18. <i>Counterparts</i></u></a>	25
<a href="#"><u>Section 19. <i>Headings</i></u></a>	26
<a href="#"><u>Section 20. <i>Electronic Transmission</i></u></a>	26

## **EXHIBITS**

- Exhibit A      Form of Election to Exercise Warrant
- Exhibit B      Form of Warrant Assignment

This WARRANT AGREEMENT (this “**Agreement**”) is dated as of [●], 2021, between [NEWCO], a Delaware corporation (the “**Company**”), as issuer, and AMERICAN STOCK TRANSFER & TRUST COMPANY, LLC, as warrant agent (the “**Warrant Agent**”).

W I T N E S S E T H

WHEREAS, pursuant to and in connection with [the *Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors*, dated April 15, 2021 [Docket No. 1284], Case No. 20-33948 (MI) (Bankr. S.D. Tex.)] (the “**Plan**”) relating to a reorganization under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”), the Company has agreed to issue to the Holders (as defined herein) an aggregate of [ ] warrants (the “**Warrants**”), which are exercisable to purchase shares (the “**Shares**”) of common stock (the “**Common Stock**”), par value \$0.01 per share, of the Company;

WHEREAS, the Company desires the Warrant Agent to act on behalf of the Company, and the Warrant Agent is willing to so act, in connection with the issuance, registration, transfer, exchange, replacement, exercise and cancellation of the Warrants;

WHEREAS, the Warrant Agent, at the request of the Company, has agreed to act as the agent of the Company in connection with the issuance, registration, transfer, exchange, replacement, exercise and cancellation of the Warrants as provided herein;

WHEREAS, the Warrants and the underlying Shares are being offered and sold in reliance on the exemption from the registration requirements of the Securities Act of 1933, as amended (the “**Securities Act**”), and any applicable state securities or “blue sky” laws afforded by Section 1145 of the Bankruptcy Code; and

WHEREAS, the Company desires to enter into this Agreement to set forth the terms and conditions of the Warrants and the rights of the Holders thereof.

NOW, THEREFORE, in consideration of the premises and mutual agreements herein set forth, the parties hereto agree as follows:

Section 1. *Certain Defined Terms.* Whenever used in this Agreement, the following words and phrases, unless the context otherwise requires, shall have the meanings specified in this Section.

“**Agreement**” has the meaning specified in the preamble hereof.

“**Appropriate Officer**” means the Chief Executive Officer, President, Chief Financial Officer, Treasurer, Secretary, Assistant Secretary or any Vice President (or higher or equivalent officer) of the Company.

“**Bankruptcy Code**” has the meaning specified in the recitals hereof.

in the absence of an effective registration statement under the Securities Act or an exemption from registration thereunder and (ii) the Company is not, and has no obligation to currently become, a reporting company under the Securities Exchange Act of 1934, as amended, and the Holder's rights to information relating to the Company are limited.

Section 5. *Duration and Exercise of Warrants.* (a) *Expiration Date.* The Warrants shall expire at 5:00 p.m., New York City time, on [\_\_\_\_], 2029 (the “**Expiration Date**”), which is the eighth (8th) anniversary of the Effective Date[, subject to Section 6(h)]<sup>5</sup>. After 5:00 p.m., New York City time, on the Expiration Date, the Warrants will become void and of no value, and all rights thereunder and all rights in respect thereof under this Agreement shall cease as of such time.

(b) *Exercise Price.* On the Effective Date, the Exercise Price shall be \$[●]<sup>6</sup> per Warrant Share (as it may be adjusted from time to time as provided herein, the “**Exercise Price**”). If the Company at any time makes a Fair Market Value determination in respect of the Common Stock, it shall also determine at such time whether the Fair Market Value for one Share exceeds the Exercise Price, and the Company shall deliver a written notice to the Holders and the Warrant Agent setting forth ~~such determinations~~ the Fair Market Value as promptly as reasonably practicable following such determinations~~s~~.

(c) *Manner of Exercise.* Each Warrant may be exercised by the Holder thereof during the Exercise Period as described below. Subject to the provisions of this Agreement, including the Cashless Exercise provisions contained in Section 5(d) and the adjustments contained in Section 6, each Warrant shall entitle the Holder thereof to purchase from the Company (and the Company shall issue and sell to such Holder), upon proper exercise and payment of the Exercise Price in cash, a number of Warrant Shares equal to the then-applicable Warrant Share Number. A Holder may exercise any of its Warrants on any Business Day during the Exercise Period by, no later than 5:00 p.m., New York City time, on such Business Day, delivering (A) written notice of such election (a “**Warrant Exercise Notice**”) to exercise the applicable Warrants to the Company and the Warrant Agent at the addresses set forth in Section 12 hereof, which Warrant Exercise Notice shall be substantially in the form set forth in Exhibit A; and (B) a duly completed and executed Joinder to the extent required pursuant to Section [5.01] of the Stockholders Agreement for the Person that will hold the Warrant Shares issued pursuant to the Warrant Exercise Notice in the form provided for in the Stockholders Agreement and attached to the Warrant Exercise Notice. The documents referred to in clauses (A) and (B) of the immediately preceding sentence shall be accompanied by payment in full of the Exercise Price in respect of each Warrant Share to be issued, which

<sup>5</sup> Insert for GUC Warrants.

<sup>6</sup> To be ~~set at an equity value of (i): (i) \$166.09 strike price~~ for the GUC Warrants and the SLTL Tranche 1 Warrants, \$1,321,000,000 and (ii) and the GUC “True-Up” Warrants (see Section 6(h) below re: GUC “True-Up” Warrants); (ii) \$189.42 strike price ~~for the SLTL Tranche 2 Warrants, \$1,585,200,000.~~



**Exhibit B**

**Redline of Leases, Rights of Way and Rights of Use and Easement Related to  
Purchased Oil & Gas Lease Interests**

### **Purchased Oil & Gas Lease Interests\***

Block	Lease	Type	Rights	Date Le Eff	Le Cur Acres (Ac)	Operator	WI	Lease Status	Note <sup>†</sup>
BS 25	G31442	Federal	RT	2/1/2008	2,079	Tana Exp	25%	UNIT	
BS 25	SL19718	SL-LA	WI	7/9/2008	154	Tana Exp	25%	Active	
BS 45	SL15683	SL-LA	WI A	4/14/1997	-	Southern Oil of Louisiana	38%	UNIT	[2]
BS 52	SL17675	SL-LA	WI A	12/16/2002	-	Southern Oil of Louisiana	38%	UNIT	[3]
BS 52	SL17860	SL-LA	WI	8/18/2003	-	Southern Oil of Louisiana	15%	UNIT	
EC 345	G15156	Federal	ORRI	8/1/1995	2,500	Talos ERT	1%	PROD (production ceased 4/28/20)	
EW 1009	G34878	Federal	RT	8/1/2013	5,760	Fieldwood En	50%	UNIT	

\* The Debtors and the Consenting FLTL Lenders reserve the right to amend, modify, or supplement this schedule subject to any consent rights under the Restructuring Support Agreement.

- [1] Represents leases in which the Credit Bid Purchaser is to acquire all of the Debtors' right, title and interest in such lease (less and except the right, title and interest acquired by FWE from Apache and/or held by GOM Shelf); as to all remaining leases on this schedule (except those referenced in footnotes [5]-[7] below), the Credit Bid Purchaser is to obtain all of the Debtors' right, title and interest in such leases.
- [2] This lease has different ownership in 4 different portions, and a Seller (Fieldwood Offshore) has a working interest (37.5%) in only one of these 4 portions.
- [3] This lease has different ownership in 3 different portions, and a Seller (Fieldwood Offshore) has a working interest (37.5%) in only one of these 3 portions.
- [4] Fieldwood Energy Offshore has two ORRIs: a 1.225% ORRI from assignment filed with BOEM 2/09/2015 and another 3.43% (or 49% of 7%) ORRI that is granted each year. However, as to the SS 005 ST01 well, its combined ORRI is only 3.92% until 5.8 million barrels of oil equivalent from this well.
- [5] The Credit Bid Purchaser to acquire record title solely as to the W/2 and SE/4 of the block. The record title and the Debtors' operating rights solely as to the NE/4 of the block are to be abandoned.
- [6] FWE I is to acquire solely the operating rights as to the NE/4 of this block; the Credit Bid Purchaser is to obtain the Debtors' overriding royalty interest in this lease; and the Debtors' remaining interests in this lease are to be abandoned.
- [7] Represents leases where the Credit Bid Purchaser is to acquire solely the Debtors' overriding royalty interests; the Debtors' remaining interests in these leases are to be abandoned.

**Legend:** OP 1- Operating Rights 1; OP 2 - Operating Rights 2; OP 3 - Operating Rights 3; OP 4 - Operating Rights 4; OP 5 - Operating Rights 5; OP 6 - Operating Rights 6; ORRI - Overriding Royalty Interest; RT A - Record Title A; RT B - Record Title B; WI - Working Interest; WI A - Working Interest A

Block	Lease	Type	Rights	Date Le Eff	Le Cur Acres (Ac)	Operator	WI	Lease Status	Note <sup>†</sup>
MC 380	G36544	Federal	RT	7/1/2019	5,760	Fieldwood En	100%	PRIMARY	
MC 424	G36545	Federal	RT	7/1/2019	5,760	Fieldwood En	100%	PRIMARY	
MC 435	G36772	Federal	RT	11/1/2019	5,760	Fieldwood En	100%	PRIMARY	
MC 436	G36773	Federal	RT	11/1/2019	5,760	Fieldwood En	100%	PRIMARY	
MC 474	G35825	Federal	RT	7/1/2016	5,760	BP E&P	24%	PRIMARY	
MC 474	G35825	Federal	OP	7/1/2016	5,760	BP E&P	13%	PRIMARY	-
MC 518	G35828	Federal	RT	7/1/2016	5,760	BP E&P	24%	PRIMARY	
MC 519	G27278	Federal	RT	7/1/2005	5,760	BP E&P	65%	PROD	
MC 519	G27278	Federal	OP 2	7/1/2005	5,760	Fieldwood En	49%	PROD	
MC 519	G27278	Federal	OP 3	7/1/2005	5,760	Fieldwood En	49%	PROD	
MC 519	G27278	Federal	OP 4	7/1/2005	5,760	BP E&P	26%	PROD	
MC 519	G27278	Federal	OP 5	7/1/2005	5,760	BP E&P	26%	PROD	
MC 519	G27278	Federal	OP 6	7/1/2005	5,760	BP E&P	26%	PROD	
MC 562	G19966	Federal	RT	7/1/1998	5,760	BP E&P	13%	PROD	
MC 563	G21176	Federal	OP 2	7/1/1999	5,760	Fieldwood En	23%	PROD	
MC 563	G21176	Federal	ORRI	3/17/1999	5,760	Kosmos En GOM Op	0%	PROD	
MC 691	G36400	Federal	RT	12/1/2018	5,760	Fieldwood En	50%	PRIMARY	
MC 697	G28021	Federal	RT	4/1/2006	540	Fieldwood En	54%	UNIT	
MC 698	G28022	Federal	RT	7/1/2006	5,760	Fieldwood En	54%	UNIT	
MC 742	G32343	Federal	RT B	9/1/2008	1,440	Fieldwood En	54%	UNIT	
MC 742	G32343	Federal	RT A	9/1/2008	4,320	Fieldwood En	100%	UNIT	
MC 743	G36401	Federal	RT	11/1/2018	5,760	Chevron USA	25%	PRIMARY	
MC 782	G33757	Federal	RT	7/1/2010	5,760	Fieldwood En	45%	PROD	
MC 789	G36557	Federal	RT	7/1/2019	5,760	Fieldwood En	100%	PRIMARY	
MC 793	G33177	Federal	ORRI	7/1/2009	5,760	Walter O&G	1%	UNIT	
MC 904	G36566	Federal	RT	7/1/2019	5,760	Fieldwood En	59%	PRIMARY	
MC 905	G36405	Federal	RT	11/1/2018	5,760	Fieldwood En	59%	PRIMARY	
MC 948	G28030	Federal	RT	7/1/2006	5,760	Fieldwood En	59%	UNIT	
MC 949	G32363	Federal	RT	7/1/2008	5,760	Fieldwood En	59%	UNIT	
MC 992	G24133	Federal	RT A	7/1/2002	5,760	Fieldwood En	53%	UNIT	
MC 992	G24133	Federal	RT B	7/1/2002	5,760	Fieldwood En	59%	UNIT	
MC 993	G24134	Federal	RT A	7/1/2002	5,760	Fieldwood En	45%	UNIT	
MC 993	G24134	Federal	RT B	7/1/2002	5,760	Fieldwood En	59%	UNIT	
MP 316	G36231	Federal	RT	7/1/2018	5,000	Fieldwood En	50%	PRIMARY	

**Exhibit C**

**Redline of Leases, Rights of Way and Rights of Use and Easement Related to  
FWE I Oil & Gas Lease Interests**

FWE I ROW

SEGMENT NUMBER	COMPANY NAME	ORG AREA	ORG BLOCK	ORG NAME	REC AREA	REC BLOCK	REC NAME	SIZE	PRODUCT	STATUS	ROW NUMBER	FW LEASE	NOTE <sup>3</sup>
15213	Fieldwood Energy, LLC	BS	41	B	BS	42	24" SSTI	10	G/C	Partial Abandon	G25383	G21142	
17938	Fieldwood Energy, LLC	CA	43	A	VK	247	24"SSTI	6	GAS	Active	G29431	G32268	
3519	Fieldwood Energy, LLC	EC	14	CF	EC	9	F/S	4	COND	Out of Service	G13721	G01440	
13104	Fieldwood Energy, LLC	EC	2	F/S	EC	2	6" SSTI	4	GAS	Permitted for Abandonment	G22383	G15050	
17801	Fieldwood Energy, LLC	EC	14	CF	WC	69	30 SSTI	12	GAS	Permitted for Abandonment	G28556	G01440	
44	Fieldwood Energy, LLC	EI	175	C	EI	176	12" SSTI	8	OIL	Out of Service	G13445	00438	[3]
1128	Fieldwood Energy, LLC	EI	330	flanged end	EI	306	14-inch SSTI	14	OIL	Active	G02139A	G02115	[3]
6818	Fieldwood Energy, LLC	EI	337	A	EI	330	B	6	GAS	Out of Service	G05932	G03332	
6819	Fieldwood Energy, LLC	EI	337	A	EI	330	14 SSTI	6	OIL	Out of Service	G05931	G03332	
6852	Fieldwood Energy, LLC	EI	315	A	EI	330	14 SSTI	6	OIL	Out of Service	G13447	G02112	
7290	Fieldwood Energy, LLC	EI	316	A	EI	330	14 SSTI	8	OIL	Active	G07537	G05040	

[1] Lease carries \$0 liability.

[2] FWE I is to obtain 75% of the Debtors' interests in Segment 9084, 50% of the Debtors' interest in Segments 4647 and 5890 and 79.666% of the Debtors' interest in Segment 17265, and the Credit Bid Purchaser is to obtain the Debtors' remaining interests in those four pipeline segments.

[3] Represents each ROW in which FWE I is to acquire solely as to the same 8/8ths undivided interest that FWE I is to acquire in the related lease referenced above for such ROW; the Debtors' remaining interests in such ROW are to be abandoned.

[4] Represents each ROW in which (i) FWE I is to acquire solely as to the same 8/8ths undivided interest that FWE I is to acquire in the related lease referenced above for such ROW; and (ii) FWE IV is to acquire solely as to the same 8/8ths undivided interest that FWE IV is to acquire in the related lease referenced above for such ROW. The Debtors' remaining interests in such ROW are to be abandoned.

[5] Represents each ROW in which FWE is to acquire solely as to the 8/8ths undivided interest that FWE I is to acquire in the related lease reference above for such ROW; and in which FWE IV is to acquire solely as to the same 8/8ths undivided interest that FWE IV is to acquire in the release lease reference above for such ROW.

SEGMENT NUMBER	COMPANY NAME	ORG AREA	ORG BLOCK	ORG NAME	REC AREA	REC BLOCK	REC NAME	SIZE	PRODUCT	STATUS	ROW NUMBER	FW LEASE	NOTE <sup>3</sup>
6748	Fieldwood Energy, LLC	SS	169	C Platform	SS	169	18-inch SSTI	6	OIL	Out of Service	G09322	00820	[4]
7650	Fieldwood Energy, LLC	SS	178	A	SS	169	18 SSTI	6	OIL	Out of Service	G08054	G05551	
10406	Fieldwood Energy, LLC	SS	274	A	EI	259	A	8	OIL	Active	G14731	G01039	
10780	Fieldwood Energy, LLC	SS	193	A	SS	183	18 SSTI	6	OIL	Active	G15683	G13917	
10781	Fieldwood Energy, LLC	SS	193	A	SS	183	10 SSTI	6	GAS	Active	G15684	G13917	
11137	Fieldwood Energy, LLC	SS	129	A	SS	122	18 SSTI	6	OIL	Out of Service	G16084	G12941	
11145	Fieldwood Energy, LLC	SS	129	A	SS	149	6 SSTI	6	G/C	Out of Service	G16087	G12941	
11480	Fieldwood Energy, LLC	SS	105	A	EI	165	30 SSTI	10	GAS	Out of Service	G18801	G09614	
11544	Fieldwood Energy, LLC	SS	126	B	SS	105	A	6	BLKG	Out of Service	G18820	G12940	
12778	Fieldwood Energy, LLC	SS	189	A	SS	185	26"SSTI	8	G/C	Out of Service	G22139	G04232	[3]
15530	Fieldwood Energy, LLC	SS	183	Flange	SS	169	Flange	10	GAS	Out of Service	G01460	G13917	
16036	Fieldwood Energy, LLC	SS	190	Capped End	SS	207	A	4	BLKO	Permitted for Abandonment	G14734	G10775	
18837	Fieldwood Energy, LLC	SS	176	C	EI	212	A	6	BLKG	Out of Service	G29190	G33646	
20050	Fieldwood Energy, LLC	SS	168	SSTI	SS	168	SSTI	6		Proposed	G28788	00820	[43]
5890	Fieldwood Energy, LLC	ST	53	A	ST	52	A	6	OIL	Out of Service	G09319	G04000	[2]
7802	Fieldwood Energy, LLC	ST	295	A	ST	296	SS 8487	8	OIL	Active	G08385	G05646	
8676	Fieldwood Energy, LLC	ST	206	A	ST	175	T-22	16	G/C	Out of Service	G11146	G05613	
9313	Fieldwood Energy, LLC	ST	295	A	ST	295	24 SSTI	8	GAS	Active	G12709	G05646	
13462	Fieldwood Energy, LLC	ST	205	G	ST	206	A	8	BLKG	Out of Service	G028821	G05612	
13462	Fieldwood Energy LLC	ST	205	G	ST	206	A	8	BLKG	Out of Service	G29451	G05612	
17265	Fieldwood Energy, LLC	ST	68	Caisson No. 1	ST	53	A	6	BLKO	Out of Service	G28385	G04000	[2]
17898	Fieldwood Energy, LLC	ST	49	Platfrom A	ST	35	6-inch SSTI	4	OIL	Out of Service	G28577	G24956	
19776	Fieldwood Energy,	ST	295	24" SSTI	ST	292	A	24	GAS	Active	G29376	G05646	

SEGMENT NUMBER	COMPANY NAME	ORG AREA	ORG BLOCK	ORG NAME	REC AREA	REC BLOCK	REC NAME	SIZE	PRODUCT	STATUS	ROW NUMBER	FW LEASE	NOTE <sup>3</sup>
	LLC												
13098	Fieldwood Energy, LLC	VK	694	#04	MP	259	A	4	BLKG	Out of Service	G22376	G13055	
13099	Fieldwood Energy, LLC	VK	739	SS #3	MP	259	A	4	BLKG	Out of Service	G22377	G07827	
13721	Fieldwood Energy, LLC	VK	251	A	VK	340	A	3	AIR	Active	G28704	G10930	<a href="#">[5]</a>
14876	Fieldwood Energy, LLC	VK	251	A	MP	154	A	4	H2O	Active	G22465	G10930	<a href="#">[5]</a>
6113	Fieldwood Energy, LLC	VR	380	A	VR	397	24 SSTI	12	GAS	Out of Service	G04645	G02580	
12502	Fieldwood Energy, LLC	VR	326	A Platform	VR	321	22-inch SSTI	6	G/C	Out of Service	G21523	G21096	
17090	Fieldwood Energy, LLC	VR	261	A	VR	265	A	8	BLKO	Out of Service	G28347	G03328	[4]
18502	Fieldwood Energy, LLC	VR	380	A	VR	398	16" SSTI	6	OIL	Out of Service	G02919	G02580	
18502	Fieldwood Energy LLC	VR	380	Platform A	VR	398	16-inch SSTI	6	OIL	Out of Service	G29109	G02580	
2698	Fieldwood Energy, LLC	WC	102	flange	WC	102	G	8	GAS	Out of Service	G02124D	00247	
3763	Fieldwood Energy, LLC	WC	102	#02	WC	102	08 SSTI	8	GAS	Out of Service	G02124D	00247	
3986	Fieldwood Energy, LLC	WC	66	A	WC	31	F/S	10	G/O	Active	G03345	G01860	
5343	Fieldwood Energy, LLC	WC	34	D	WC	35	10 SSTI	8	G/O	Out of Service	G28659	G01860	
8621	Bandon Oil and Gas, LP	WC	290	A	WC	289	A	6	BLKG	Out of Service	G10532	G04818	
9504	Fieldwood Energy, LLC	WC	71	12 SSTI	WC	71	12 SSTI	12	GAS	Out of Service	G04346	00244	
14251	Fieldwood Energy Offshore LLC	WC	72	#1	WC	65	JA	4	BLKG	Out of Service	G25275	G23735	[3]
15210	Fieldwood Energy, LLC	WC	295	2	HI	120	A-PROCESS	6	BLKG	Out of Service	G26886	G24730	
15952	Fieldwood Energy, LLC	WC	33	O	WC	34	D	4	G/O	Out of Service	G28657	G15050	
20483	Fieldwood Energy Offshore LLC	WC	295	Flanged End	WC	293	16-inch SSTI	12	G/C	PABN	G10085	G01848	
23036	Fieldwood Energy LLC	WC	289	A-PROCESS	WC	289	A-PROCESS			Expired	G14262	G04818	
7919	Fieldwood Energy, LLC	WD	105	E	WD	104	D	6	GAS	Out of Service	G08533	00842	
15960	Fieldwood Energy, LLC	WD	90	A	WD	73	SSTI	4	OIL	Out of Service	G28260	G01089	[3]

**Exhibit D**

**Redline of Leases, Rights of Way and Rights of Use and Easement Related to  
Abandoned Properties**



### **Leases Related to Abandoned Properties\***

Block	Lease	Type	Rights	Date Le Eff	Le Cur Acres (Ac)	Operator	WI	Lease Status	Note <sup>+</sup>
AT 023	G35015	Federal	RT	08/01/2013	5,760	Murphy E&P USA	8%	PRIMARY	
BA A-105	G01757	Federal	RT A	7/1/1968	5,760	Fieldwood En	31.25%	PROD	[6]
EB 165	G06280	Federal	RT	10/1/1983	5,760	Fieldwood SD Off	100%	UNIT	
EB 209	G07397	Federal	RT	9/1/1984	5,760	Fieldwood SD Off	100%	UNIT	
EC 330	G03540	Federal	OP 1	8/1/1977	5,000	Fieldwood En Off	50%	TERMIN	
EC 331	G08658	Federal	OP 1	8/1/1987	5,000	Fieldwood En Off	40%	TERMIN	[5]
EC 331	G08658	Federal	OP 2	8/1/1987	5,000	Fieldwood En Off	40%	TERMIN	[5]
EC 349	G14385	Federal	OP 1	5/1/1994	5,000	W & T Off	25%	PROD	
EC 350	G15157	Federal	OP 1	9/1/1995	5,000	W & T Off	25%	TERMIN	
EC 356	G13592	Federal	RT	9/1/1992	5,000	W & T Off	25%	RELINQ	
EC 371	G02267	Federal	CONT	2/1/1973	5,000	Talos ERT	25%	TERMIN	
EI 100	796	Federal	Contractual	5/1/1960	5,000	Fieldwood En	100%	PROD	
EI 175	438	Federal	OP 1	12/1/1954	5,000	Fieldwood En	25%	PROD	[1]
EI 307	G02110	Federal	RT	2/1/1971	2,500	Fieldwood En Off	25%	TERMIN	[1]

\* The Debtors reserve the right to amend, modify, or supplement this schedule in accordance with the terms of the Plan and subject to any consent rights under the Restructuring Support Agreement.

- [1] Represents leases in which all of the Debtors' right, title and interest in such leases are to be abandoned (less and except the right, title and interest acquired by FWE from Apache); as to all remaining leases on this schedule (other than those leases referenced in footnotes [2]-[6] below), all of the Debtors' right, title and interest in such leases are to be abandoned. For each lease on this schedule, see the BOEM's Serial Register Page to identify the Debtors' interests; this schedule identifies each separate interest of the Debtors that carries any assets or liabilities, but does not necessarily identify each separate interest of the Debtors in each such lease.
- [2] Fieldwood Energy Offshore's record title solely as to the NE/4 of the block and its interest in the operating rights are to be abandoned; its remaining record title and its overriding royalty interests are to be acquired by the Credit Bid Purchaser.
- [3] FWE I is to acquire solely the operating rights as to the NE/4 of this block; the Credit Bid Purchaser is to obtain the Debtors' overriding royalty interest in this lease; and the Debtors' remaining interests in the lease are to be abandoned.
- [4] Represents leases where the Credit Bid Purchaser is to acquire solely the Debtors' overriding royalty interests; the Debtors' remaining interests in these leases are to be abandoned.
- [5] Represents leases in which all of the Debtors' right, title and interest in such leases are to be abandoned (less and except the right, title and interest acquired by FWE from Chevron).
- [6] Represents leases in which all of the Debtors' right, title and interest in such leases are to be abandoned (less and except the right, title and interests acquired by FWE from both Apache and Chevron).
- [7] COB 381, Page 256, File No. 331928, St. Mary Parish, LA.
- [8] COB Instr. No. 324586, St. Mary Parish, LA.

**Legend:** CONT - Contractual; OP 1 - Operating Rights 1; OP 2 - Operating Rights 2; OP 3 - Operating Rights 3; OP 4 - Operating Rights 4; OP 5 - Operating Rights 5; OP 11 - Operating Rights 11; OP 13 - Operating Rights 13; ORRI - Overriding Royalty Interest; RT - Record Title; RT A - Record Title A; RT B - Record Title B; RT C - Record Title C; WI - Working Interest

Block	Lease	Type	Rights	Date Le Eff	Le Cur Acres (Ac)	Operator	WI	Lease Status	Note†
WD 103	G12360	Federal	OP 1	5/1/1960	1,016	Fieldwood En	19%	PROD	[1]
WD 121	G19843	Federal	OP 1	8/1/1998	5,000	Fieldwood En	16%	PROD	[1]
WD 122	G13645	Federal	OP 1	8/1/1992	5,000	Fieldwood En	16%	PROD	[1]
WD 122	G13645	Federal	OP 2	8/1/1992	5,000	Fieldwood En	16%	PROD	[1]
WD 27	G04473	Federal	RT B	11/1/1980	5,000	Cox Op	14%	PROD	
WD 57, WD 79, WD 80	G01449	Federal	RT	5/1/1966	3,125	Fieldwood En Off	100%	UNIT	[4]
WD 63	G19839	Federal	OP 1	6/1/1998	5,000	Peregrine O&G	13%	RELINQ	
WD 64	G25008	Federal	RT	5/1/2003	5,000	Peregrine O&G	6%	TERMIN	
WD 73	G01083	Federal	OP 2	6/1/1962	5,000	Cox Op	6%	UNIT	
WD 74	G01084	Federal	OP 1	6/1/1962	5,000	Cox Op	6%	UNIT	
WD 79, WD 80	G01874	Federal	RT	12/1/1968	3,438	Fieldwood En Off	100%	UNIT	[4]
WD 80	G01989	Federal	RT	8/1/1970	1,875	Fieldwood En Off	100%	UNIT	[4]
WD 80	G02136	Federal	RT	1/1/1972	938	Fieldwood En Off	100%	UNIT	[4]
WD 85	G04895	Federal	RT	12/1/1981	2,630	Fieldwood En Off	100%	TERMIN	
WD 85	G04895	Federal	OP 1	12/1/1981	2,630	Fieldwood En Off	100%	TERMIN	
WD 86	G02934	Federal	RT	12/1/1974	2,500	SPN Res	100%	TERMIN	
WD 86	G04243	Federal	RT	1/1/1980	2,500	Fieldwood En Off	100%	TERMIN	
WD 86	G04243	Federal	OP 1	1/1/1980	2,500	Fieldwood En Off	100%	TERMIN	
WD 86	G04243	Federal	OP 2	1/1/1980	2,500	Fieldwood En Off	100%	TERMIN	
WD 86	G04243	Federal	OP 3	1/1/1980	2,500	Fieldwood En Off	100%	TERMIN	
WD 90	G01089	Federal	OP 3	6/1/1962	5,000	Fieldwood En	19%	PROD	[1]
SP 42	SL03011	SL- LA	WI	-	-	-	100%	SOP	
-	<a href="#">SL</a> 14519	SL - LA	WI	-	-	-	50%	RELEASED	
-	<a href="#">SL</a> 14520	SL - LA	WI	-	-	-	50%	RELEASED	
-	<a href="#">SL</a> 14914	SL - LA	WI	-	-	-	66%	RELEASED	
SP 42	SL16869	SL- LA	WI	-	-	-	100%	PROD	
BS 45	SL19051	SL- LA	ORRI	8/9/2006		Southern Oil of Louisiana	0%	UNIT	
BS 53	SL3770	SL- LA	WI				50%	RELEASED	
-	SL17072	SL- LA	WI	-	-	-	38%	ACTIVE	
-	SL18287	SL- LA	WI	-	-	-	44%	-	
-	SL19266	SL- LA	WI	-	-	-	17%	ACTIVE	

Abandoned Properties ROW

SEGMENT NUMBER	COMPANY NAME	ORG AREA	ORG BLOCK	ORG NAME	REC AREA	REC BLOCK	REC NAME	SIZE	PRODUCT	STATUS	ROW NUMBER	FW LEASE	NOTE <sup>3</sup>
7923	Fieldwood Energy, LLC	EB	165	A	HI	A 582	30 SSTI	12	GAS	Active	G08536	G06280	
10301	Bandon Oil and Gas, LP	EC	332	A	EC	330	08 SSTI	6	OIL	Out of Service	G14699	G09478	[2]
44	Fieldwood Energy, LLC	EI	175	C	EI	176	12" SSTI	8	OIL	Out of Service	G13445	00438	
1128	Fieldwood Energy, LLC	EI	330	flanged end	EI	306	14-inch SSTI	14	OIL	Out of Service	G02139A	G02115	
7943	Fieldwood Energy, LLC	EI	342	C	EI	327	08 SSTI	4	OIL	Out of Service	G08541	G02319	[23]
18493	Fieldwood Energy, LLC	EI	342	C	EI	343	SSTI	6	GAS	Out of Service	G29108	G02319	[23]
19960	Fieldwood Energy LLC	EI	342	C	EI	342	Blind Flange	6	OIL	Out of Service	G29471	G02319	[23]
11923	Fieldwood Energy, LLC	EI	53	C	EI	64	22 SSTI	10	G/C	Out of Service	G20539	00479	
9211	Fieldwood Energy, LLC	EI	53	B	EI	64	22 SSTI	6	G/C	Partial Abandon	G12373	00479	
15298	Fieldwood Energy, LLC	GA	210	B	GA	239	12 SSTI	8	G/C	Active	G26931	G25524	
16077	Fieldwood Energy, LLC	HI	130	#2	HI	165	8-inch SSTI	8	BLGH	Partial Abandon	G28284	G25579	[1]
15401	Fieldwood Energy, LLC	HI	A 341	B	HI	A 340	30" SSTI	812	G/C	Active	G26938	G25605	
6669	Fieldwood Energy, LLC	HI	A 376	A	HI	A 356	12 SSTI	10	GAS	Out of Service	G05238	G02754	

[1] Lease carries \$0 liability

[2] Represents each ROW in which (i) FWE IV is to acquire solely as to the same 8/8ths undivided interest that FWE IV is to acquire in the related lease referenced above for such ROW. The Debtors' remaining interests in such ROW are to be abandoned.

[3] Represents each ROW in which FWE is to acquire solely as to the 8/8ths undivided interest that FWE I is to acquire in the related lease reference above for such ROW; and in which FWE IV is to acquire solely as to the same 8/8ths undivided interest that FWE IV is to acquire in the release lease reference above for such ROW. The Debtors' remaining interests in such ROW are to be abandoned.

[4] Represents each ROW in which FWE is to acquire solely as to the 8/8ths undivided interest that FWE I is to acquire in the related lease reference above for such ROW. The Debtors' remaining interests in such ROW are to be abandoned.

SEGMENT NUMBER	COMPANY NAME	ORG AREA	ORG BLOCK	ORG NAME	REC AREA	REC BLOCK	REC NAME	SIZE	PRODUCT	STATUS	ROW NUMBER	FW LEASE	NOTE <sup>3</sup>
6669	Fieldwood Energy LLC	HI	A 376	Platform A	HI	A 356	12 SSTI W/PSN 10882	10	GAS	Out of Service	G05238	G02754	
7684	Fieldwood Energy, LLC	HI	A 550	A	HI	A 568	20 SSTI	10	GAS	Out of Service	G08276	G04081	[2]
6340	Fieldwood Energy, LLC	HI	A 568	Subsea Valve	HI	A 539	20 SSTI	20	G/C	Out of Service	G04974	G04081	[2]
5470	Fieldwood Energy, LLC	HI	A356	Valve	HI	A343	HIOS	12	GAS	Out of Service	G04050	G02754	
10882	Fieldwood Energy, LLC	HI	A356	10SST	HI	A356	12SSTI	12	GAS	Out of Service	G04051	G02754	
6504	Fieldwood Energy, LLC	HI	A595	D	HI	573	B	8	OIL	Out of Service	G28525	G02721	
14304	Fieldwood Energy, LLC	MP	101	SSTI Manifold	MP	102	Plat A	8	BLKG	Partial Abandon	G24687	G22792	
15810	Fieldwood Energy Offshore LLC	MP	29	Well No. 1	MP	118	Platform A	6	BLKG	Out of Service	G28216	G27196	[1]
15818	Fieldwood Energy Offshore LLC	MP	77	A	MP	151	18"SSTI	8	GAS	Out of Service	G28221	G04481	[2,3]
4733	Fieldwood Energy Offshore LLC	SM	142	A	SM	127	24 SSTI	10	G/C	Out of Service	G03441	G01216	
15106	Fieldwood Energy Offshore LLC	SM	146	B	SM	147	A	6	BLKG	Out of Service	G26837	G09546	
15107	Fieldwood Energy, LLC	SM	146	B	SM	147	A	4	BLKG	Out of Service	G26838	G09546	
15108	Fieldwood Energy, LLC	SM	147	A	SM	146	B	2	LIFT	Out of Service	G26839	G09546	
19363	Fieldwood Energy Offshore LLC	SM	147	A	SM	130	12 SSTI	6	BLKO	Out of Service	G14093	G06693	
19363	Fieldwood Energy Offshore LLC	SM	147	A	SM	130	12 SSTI	6	BLKO	Out of Service	G29316	G06693	
10977	Fieldwood Energy, LLC	SM	268	A	SM	280	#03	3	BLKG	Out of Service	G28756	G14456	
17499	Fieldwood Energy, LLC	SM	269	B	SM	268	A	10	GAS	Out of Service	G28484	G02311	
13642	Fieldwood Energy, LLC	SM	280	H	SM	268	A	10	BLKG	Permitted for Abandonment	G28758	G14456	
5427	Fieldwood Energy, LLC	SM	281	E	SM	268	A	12	SPLY	Out of Service	G02817	G02600	
5429	Fieldwood Energy, LLC	SM	281	C	SM	281	12 SSTI	10	SPLY	Out of Service	G02817	G02600	
6512	Fieldwood Energy, LLC	SM	281	C	SM	268	D	10	BLKO	Out of Service	G29131	G02600	
10268	Fieldwood Energy SP LLC	SP	60	A	SP	6	F/S	10	OIL	Out of Service	G14679	G02137	
20050	Fieldwood Energy,	SS	168	SSTI	SS	168	SSTI	6		Proposed	G28788	00820	[2,4]

SEGMENT NUMBER	COMPANY NAME	ORG AREA	ORG BLOCK	ORG NAME	REC AREA	REC BLOCK	REC NAME	SIZE	PRODUCT	STATUS	ROW NUMBER	FW LEASE	NOTE <sup>3</sup>
	LLC												
6748	Fieldwood Energy, LLC	SS	169	C Platform	SS	169	18-inch SSTI	6	OIL	Out of Service	G09322	00820	[23]
12778	Fieldwood Energy, LLC	SS	189	A	SS	185	26"SSTI	8	G/C	Out of Service	G22139	G04232	
1138	Fieldwood Energy, LLC	SS	204	A	SS	207	A	6	G/O	Out of Service	G13491	G01520	
1137	Fieldwood Energy, LLC	SS	207	A Platform	SS	204	A	4	GAS	Out of Service	G13489	G01523	
1147	Fieldwood Energy, LLC	SS	207	A	SS	208	F-Pump	12	OIL	Out of Service	G13492	G01523	
17775	Fieldwood Energy, LLC	SS	253	C	SS	208	F-Pump	4	OIL	Out of Service	G01691C	G01031	
18094	Bandon Oil and Gas, LP	ST	195	B	ST	196	SSTI	6	G/C	Permitted for Abandonment Approved	G29005	G03593	[2]
11107	Bandon Oil and Gas, LP	ST	196	06-inch SSTI	SS	208	F	6	OIL	Permitted for Abandonment Approved	G05120	G03593	[2]
13720	Fieldwood Energy, LLC	VK	340	8"SSTI	VK	251	A	8	BLGH	Active	G28221	G04481	[2]
13193	Bandon Oil and Gas, LP	VR	196	A	VR	206	12 SSTI	8	G/C	Out of Service	G22418	G19760	[2]
18591	Fieldwood Energy, LLC	VR	196	A	VR	215	A	4	BLKO	Out of Service	G29137	G19760	[2]
18588	Fieldwood Energy, LLC	VR	215	A	VR	196	A	4	GAS	Active	G29136	G19760	[2]
17090	Fieldwood Energy, LLC	VR	261	A	VR	265	A	8	BLKO	Out of Service	G28347	G03328	[2]
14609	Fieldwood Energy, LLC	VR	272	"A"	VR	250	8" SSTI	4	OIL	Out of Service	G25384	G23829	
14277	Fieldwood Energy, LLC	VR	272	A	SM	116	20" SSTI	10	G/C	Out of Service	G25288	G23829	
5440	Fieldwood Energy Offshore LLC	VR	313	B	VR	313	20 SSTI	10	GAS	Out of Service	G04044	G01172	
15136	Fieldwood Energy, LLC	VR	313	B	VR	313	6" SSTI	6	OIL	Out of Service	G03879	G01172	
4289	Fieldwood Energy Offshore LLC	WC	485	A	WC	509	GP	12	GAS	Out of Service	G02122E	G02220	
14251	Fieldwood Energy Offshore LLC	WC	72	#1	WC	65	JA	4	BLKG	Out of Service	G25275	G23735	
16088	Fieldwood Energy, LLC	WD	122	A	WD	105	E	6	GAS	Out of Service	G28289	G13645	
16089	Fieldwood Energy, LLC	WD	122	A	WD	105	E	3	OIL	Out of Service	G28290	G13645	